

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

ABG INTERMEDIATE HOLDINGS 2, LLC AND  
ABG-SPG ES, LLC,

Plaintiff,

-against-

BOLT FINANCIAL, INC.,

Defendant.

Case No.: 22-CV-00473

**DECLARATION OF ADAM WOLFSON IN SUPPORT OF  
DEFENDANT'S MOTION TO DISMISS THE FIRST AMENDED COMPLAINT**

I, ADAM WOLFSON, DECLARE AS FOLLOWS:

1. I am admitted to the bars of the States of New York and California and, among other federal district courts, the Southern District of New York. I am a partner at Quinn Emanuel Urquhart & Sullivan, LLP, attorneys for defendant Bolt Financial, Inc. ("Bolt"). I make this declaration of personal, firsthand knowledge, and if called and sworn as a witness, I could and would testify competently hereto.
2. Attached hereto as **Exhibit 1** is a true and correct copy of AllPass Loyalty Program Agreement entered into by Bolt Financial, Inc. and ABG Intermediate Holdings 2, LLC, with an effective date of October 9, 2020.
3. Attached hereto as **Exhibit 2** is a true and correct copy of the Bolt Financial, Inc. Warrant to Purchase Class A Common Stock entered into by Bolt Financial, Inc. and ABG Intermediate Holdings 2, LLC, dated October 9, 2020.

4. Attached hereto as **Exhibit 3** is a true and correct copy of the Amended and Restated Operating Agreement of ABG-AP, LLC entered into by Defendant Bolt Financial, Inc. and Plaintiff ABG Intermediate Holdings 2, LLC, with an effective date of October 9, 2020.
5. Attached hereto as **Exhibit 4** is a true and correct copy of the Referral Agreement entered into by Bolt Financial, Inc. and ABG Intermediate Holdings 2 LLC, dated December 12, 2019.
6. Attached hereto as **Exhibit 5** is a true and correct copy of a press release titled “Authentic Brands Group Partners with Bolt to Power Forever 21’s Online Checkout Experience,” dated November 18, 2020.
7. Attached hereto as **Exhibit 6** is a true and correct excerpt from the Form S-1 filed by Authentic Brands Group Inc. with the United States Securities and Exchange Commission, dated July 6, 2021.
8. Attached hereto as **Exhibit 7** is a true and correct copy of the search results from the United States Patent and Trademark Office’s Trademark Electronic Search System (“TESS”) for “abg intermediate holdings 2.”
9. Attached hereto as **Exhibit 8** is a true and correct copy of the search results from TESS for “ABG-SPG.” The search results indicate there are no trademarks registered for Plaintiff ABG-SPG ES, LLC.
10. Attached hereto as **Exhibit 9** is a true and correct copy of the First Amended Complaint filed in this action, dated March 4, 2022.
11. Bolt Financial Inc. previously requested that the Court dismiss the original Complaint in this matter, but no previous application for the relief in this Motion has been made as to the First Amended Complaint.

I declare under penalty of perjury that the foregoing is true and correct.

Executed in Tallahassee, Florida on March 18, 2022.

/s/ Adam Wolfson

Adam Wolfson